

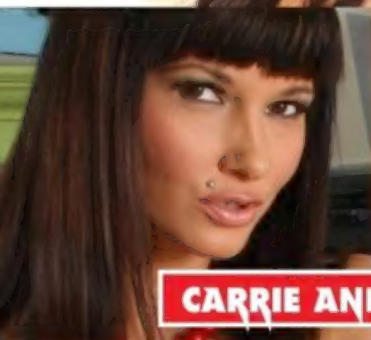
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REINVENTED

*They say that 40 is the new 30.
I really don't care. Do you?
Look at me. A year ago I was
selling cheese in Wisconsin with
a hairy bush and a minivan.
Now, I'm an all new person
ready to take on the world.
Say that you're ready for
me and more like me?*

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LEXI



OLIVIA

40+



EMILY



LELA



CARRIE
ANN



HOLLY &
DAPHNE



CAROLINE



LEXXI
& KEMI

Yes, I've always had big, natural boobs for as long as I can remember. My mother told me they would be a blessing and a curse. So far, they have only been a blessing. Then I developed a bit of a butt and my proportions are much better. You approve?





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I used to love it when guys paid attention to my boobs, but it seems that lately, my butt has been the focus of their interest. So I keep it primed and ready for action. I think you guys like looking at butts when you fuck a girl. Oh, yes you do!

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18 and over to call.

*Lexxi
Lockhart*

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STOP STARING

*And go get your checkbook!
I have six cats, a mortgage, car
payments, credit card debt,
and a mother that likes to
play bingo every Wednesday,
so I have to pose naked in
this magazine just so you
can get your rocks off looking
at my huge delicious boobs.*

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I love cock. Yes, I do. And when there are two, I love it even more. I like to feel the hardness of one and then the other. Not all cocks get hard to the same degree. But they got to be pretty hard to fuck me because I want it that way.

OLIVIA
& ANTHONY
& TYCE



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Ladies, if you've never tried two guys, you have to give it a try. Just be sure they are not competitive with each other and don't get jealous. And if you do, take it from me, pay attention to both cocks equally because it's guys feelings your fucking with, not just their cocks.

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Olivia
O'Lovely



The **Lorenzee** Diamond Vibe



8 Speeds • Phthalate Free
Made from ABS materials
138mm (5.43in)

The **ALEXANDRA**



Double Detachable Ball and Single
Ball • Silicone • Phthalate Free
114.3mm (4.5in) Balls

The **Donatella**
JELLY G



Phthalate Free
262mm (10.31in)

The **Christiane** Soul



The **EMILY** BIG G-SPOT

10 functions • Phthalate
Free • Made from ABS with
velvet soft touch surface
172mm (6.77in)



10 functions • Phthalate
Free • Made from ABS
with soft rubber coating
177.8mm (7in)

THE **CARRIE B.**
SLIM G



THE **CARRIE B.**
TWISTER

12 functions • Phthalate Free
Made from ABS materials
175mm (6.89in)



THE **STELLAH**
OBSESSION



10 functions • 15 Meter Remote
Range • Phthalate Free Egg made
from ABS material with Silicone body.
Remote made from ABS material
88.9mm (3.5in)

the **roberta**
pleaser



THE **JIMMEE** LIGHTNING ROD

Bullet: 7 function • Toy: 1 function
with 6 speed • LED lighting function
Phthalate Free • Made with ABS and
TPR material
247mm (9.72in)



10 functions • Phthalate Free
• Made from Silicone and
ABS materials • Handle
made from ABS
170mm (6.69in)

THE **DULCE** BUNNY

10 functions • 4 buttons
Phthalate Free • Made from
ABS with silicone coating
148mm (5.83in)



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EMILY
SIN

I may look frail, but I can take it and dish it out. My holes are plenty deep for even the biggest cocks. I especially like it when a guy tosses me around the bed. There's so much sexual tension that it's great to release some that way.





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I also think guys like fucking redheads. They feel a fire in us that may not be there with other women. All my redhead lady friends are very sexual and we'll often compare notes over coffee. A couple have even teamed up on a guy and almost gave him a heart attack.

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Emily





40+ #50

THE BARRISTA



Dolly is quite a lady. There is something about her that's ultra sexy. Oh, it must be her boobs. Or maybe it's the fact that she handled two well hung studs in her pictorial and video. But back to her boobs. Yes, I know they are fake but there is nothing wrong with that. I would fondle and squeeze them until she came.

— Mark, Dallas

I had been going to the same coffee shop for a couple years now and had taken notice of a tall, flat-chested barrista woman. I've always been attracted to taller women since college (I'm five foot eight). And unlike most guys, I get really turned on by women with smaller boobs. As long as their body is tight, I'm ready to go.

The barrista, Shelly, always wore loose fitting tops, so it was kind of hard to tell how big her boobs were.

Believe me, I spent a lot of time checking her out, so after two years of fantasizing, I finally got the courage to ask her out. Waiting for my brew at the counter, I got up the courage and asked. I was a little surprised when she asked me if I was serious. I assured her that I was. She apologized and said that she rarely gets attention from men because she is 42 and for other, more obvious, reasons that she couldn't talk about at the coffee shop.

After her shift ended, I came by the shop and picked her up to go to out to dinner. At the restaurant, Shelly told me she had pretty much given up on men because of her height and her lack of large boobies. I confessed that those were the things that attracted me to her and she shouldn't be shy about them. After dinner, she agreed to go to my apartment.

Once we were inside and alone, she turned into an animal, kissing me passionately.

She said it had been years since she'd been with a man. That was even more incentive for me to get her undressed and in my bed.

I began to remove her top but she protested saying that made her too nervous. I assured her that I would be fine with her chest, but to my surprise she insisted that she remove her pants and panties instead. Wasting no time, I dove between her legs and ate her wet pussy. She groaned and then screamed as I first licked then sucked on her erect clit. After about ten minutes of intense pussy eating, I stood up and got undressed.

Shelly gasped when she saw my hard cock. She said it looked too big and intimidating, but she composed herself and had me lie down; then started stroking my cock. She said that she didn't have much experience in that area. I said she was doing fine. After a few minutes I told her I was ready to burst. She stood my dick up and inserted it into her wet pussy. I was so turned on as I had never experienced a pussy so tight. Several times I had to stop thrusting to avoid premature ejaculation. I told her she was getting me too excited and that I would cum if I hadn't stopped. Shelly said I shouldn't hold back.

Then I reached up and pulled her top off. She didn't have the smallest boobs I'd ever seen. She was probably a 34-B with perfect pink nipples already standing at attention. And that was it! As soon as I saw them, my cock began spurting out of control. Shelly came too, amazed but turned on that I was so into her. Over the hour I shot my load two more times. Then the third time I was unable to maintain an erection. Undaunted, she started rubbing my cock again,

which she did until I released my third load of the night. No woman had ever made me cum three times in such a short space of time. I can't even count the number of orgasms she had.

The next day I returned to the coffee shop and saw that she was wearing a rather tight t-shirt instead of one of her baggy tops. I told her that she getting me worked up. She told me she couldn't talk about this stuff in public but that she was available for another date that evening.

Jake, Seattle

REALLY, NOW?

I recently purchased a gift for my wife's 44th birthday, and after careful consideration, I decided a pair of gloves would strike the right note: romantic, and perfect for Boston's winter. Accompanied by my secretary, I went to Bloomingdales and bought a pair of red leather gloves. My secretary decided to purchase a pair of panties for herself. During the wrapping, the clerk must have mixed up the items and the secretary got the gloves and my wife got the panties.

Without checking the contents, I had the box sent home with the following note: "I selected these because I noticed that you are not in the habit of wearing any when we go out in the evening. If it had not been for my secretary, I would have chosen the long ones with the buttons, but she wears short ones that are easier to remove. These are a bold shade, but the lady I bought them from showed me the pair she had been wearing for the past three weeks and they were hardly soiled. I had her try yours on for me and she looked really smart. I wish I was there to put them on for you the first time. When you take them off, remem-

ber to blow in them before putting them away as they will naturally be a little damp from wearing.

Just think how many times I will kiss them during the coming year. I hope you will wear them for me on Friday night. All my love. Dicky.

P.S. I'm told the latest style is to wear them folded down with a little fur showing."

Richard, Boston

A STROLL IN THE WOODS

So I'm hiking in Yosemite with a couple buds on a nice 60 degree Saturday. We decided to come up for the weekend from Fresno for a couple days. While the natural scenery is amazing, the local views were even more interesting. I told the guys I was going to pee behind this tree just off the path. As I finished, I heard a faint buzz a little deeper in the woods and that's when I saw her.

Apparently, she too decided to stray off the beaten path in the forest. She was the lady that worked at the lodge. I came to learn that she had a four hour drive back home and wanted one last walk in the crisp air. The lodge was already closed for ski season. It was a crisp day and she was glad she wore her vest as it was warm against her button up shirt. Her jeans were old and faded and fit her perfectly. I crouched behind a bush and watched her for a few minutes.

It turns out her name is Amanda and she needed to be alone. She started to think



Dear 40+,

I'm not in the habit of writing off to magazines, let alone a men's magazine. But I must write to you to say that Rio Mariah is amazing. What a body and what a sexual appetite, I love how she took that cock in her mouth and sucked it, especially upside down. And the ass-fuck. Wow, and she looks like she enjoys it.

I dreamed about having the opportunity to fuck her. I'd show her a great time with a nice dinner and expensive wine. Then take her back to my suite at the best hotel and seduce her into sex. We'd make love all night long and into the next day. Then we'd go shopping!

— Shane, Phoenix

DO I LOOK THE PART?

*I'm rich, single and looking for sex.
I get invited to all the right parties,
have a boatload of cash and live
the life of a rockstar's groupie.
You got the balls to check me out?*

50+

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about how she hadn't had an orgasm in three months. Oh, she had rubbed her clit in the shower and in bed and had mini climaxes but not a leg shaker. Where should she go? The South trail is deserted so she'd go up there. She grabbed her trusty vibe and headed out and found a nice place in the woods by a big rock and sat down... She was very quiet and made sure no one was around.

After ten minutes she decided that it was safe and started rubbing her clit from outside her jeans leaving her shirt and vest on just in case. She thought she could take her pants down but not her shirt off. She left her panties on for now. She was squatting down with her pants around her boots rubbing her clit and squeezing her boobs under her shirt. The panties had to come off now because her pussy was so wet and warm. It's vibe time. she thought and pulled the toy from her vest pocket. She laid back on the rock and kept rubbing her pussy and slowly worked the vibe in her pussy. She used her wet middle finger to rub her clit, faster and faster as the vibe was worked in and out, in and out. She could feel her orgasm building. Not yet she thought, she needed something else. Her ass, she needs a finger in her ass. She put her left hand under her ass and put her middle finger in her tight ass. Now faster with the vibe. She turns the speed up, and with it the buzzing gets louder, and that's when I heard it - and saw her.

I take several steps towards her and ask in a low voice if she needed any help. Startled, she tried to jump up, but couldn't. She just sort of laid there and looked up at me standing in front of her. She looked around and saw two others standing around. They were my buds. I told her, in a reassuring voice, that I didn't mean to scare her, but didn't really want to stop her before she



finished. Embarrassed and trying to pull her panties up, I asked if she had finished.

She said that she was close but didn't. I politely asked if she wanted my help. Amanda looked into my eyes and said yes. She looked at my friends and Amanda felt a lump in her throat. Amanda had never admitted it to anyone but she loved the taste of cum.

I unzipped my pants and the others followed. She couldn't believe how big our cocks were. One of the guys grabbed the vibe and started moving it in and out for her while he rubbed his cock. I kneeled down and gently kissed Amanda and said this will be the nicest thing we could do for you. I asked her if she liked to suck cock and she smiled. We three guys gathered around her she started sucking my cock first while rubbing the other two with her hands. Then she moved to the next cock,

I decided eating her pussy would be the best thing for her at this time. I licked sucked and probed her pussy, swirling around her clit and flicking it with my tongue. She moaned as she continued sucking the cocks at her face. We all took turns with her mouth. Not wanting to overstay our welcome, we all came at the same time and cleaned her up afterwards.

Ron, Fresno

To 40+:

Vivien, really. Her name should be Vixen, because she's a female fox. Page after page I was amazed at her sexuality and how fucking hot she fucked. For me, she was a little too made up, but that didn't stop me from getting excited and jerking off to her photos for five straight days. Thanks for her pix.

- Damien, Vegas

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I'm thrilled to be here in front of the cameras for you. I'm even more thrilled to be fucking this guy I've always wanted to fuck. I can't wait to get my sexy mouth around his cock and then watch it thrust into my pussy as he fucks me.

LELA
& STEVEN

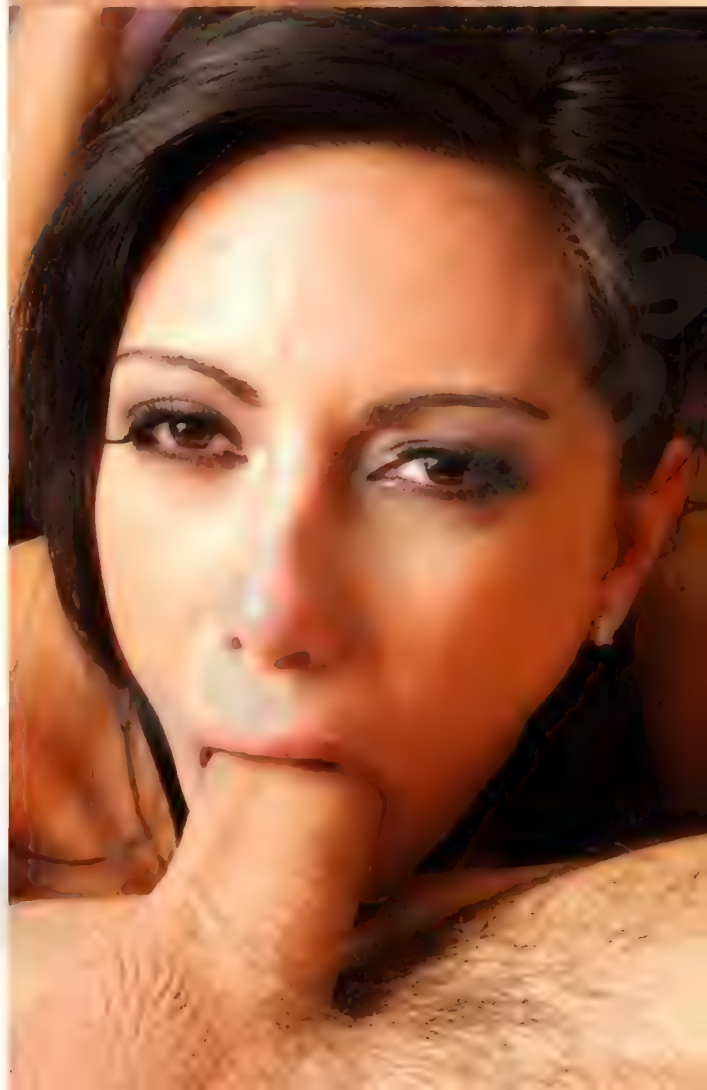
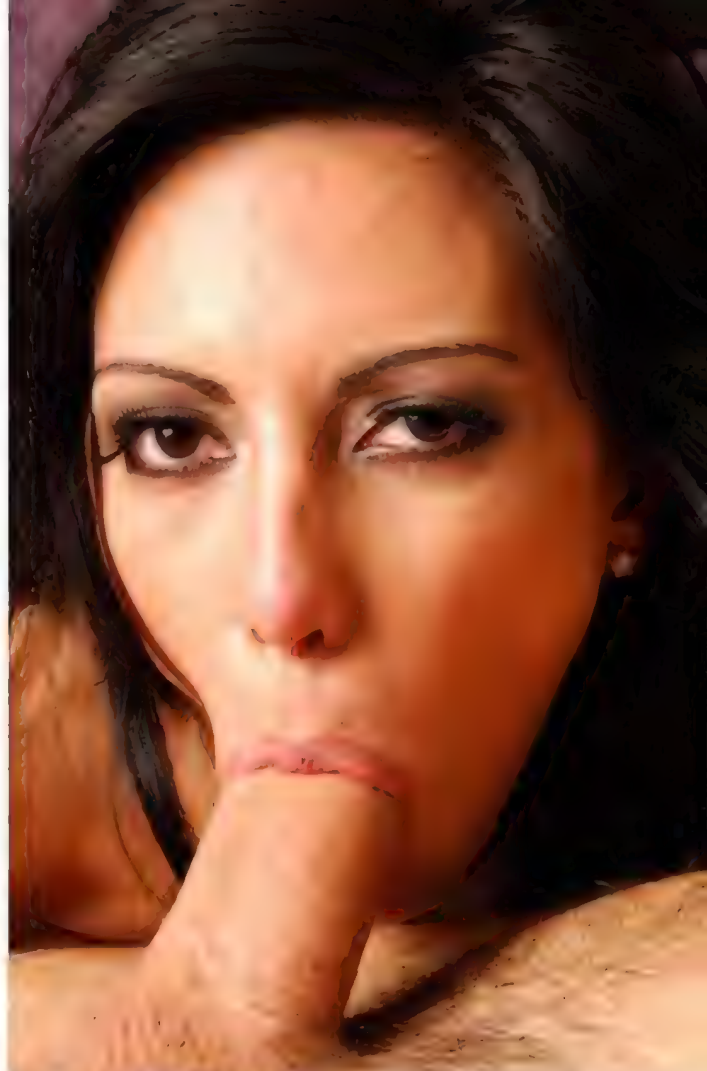


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Lela Star







Oh yeah, that was fun. I loved getting fucked by him, and then when he stuck his finger in my asshole, well, that just sent me right over the edge. I must have cum three or four times that day. I think Steven came a couple times, too.

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YES, I'M HOT.

*I'm also sassy,
a sweetheart,
opinionated,
a bitch,
your lover,
and your
very worst
nightmare.
I'm your
ex.....
asshole.*



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CARRIE ANN & SETH

My dress was too tight. And my bra. And my panties. Whew, now that they're off, I can get down to business. The business of sucking your huge pole. And your big round balls. Then you can cream pie my pussy.



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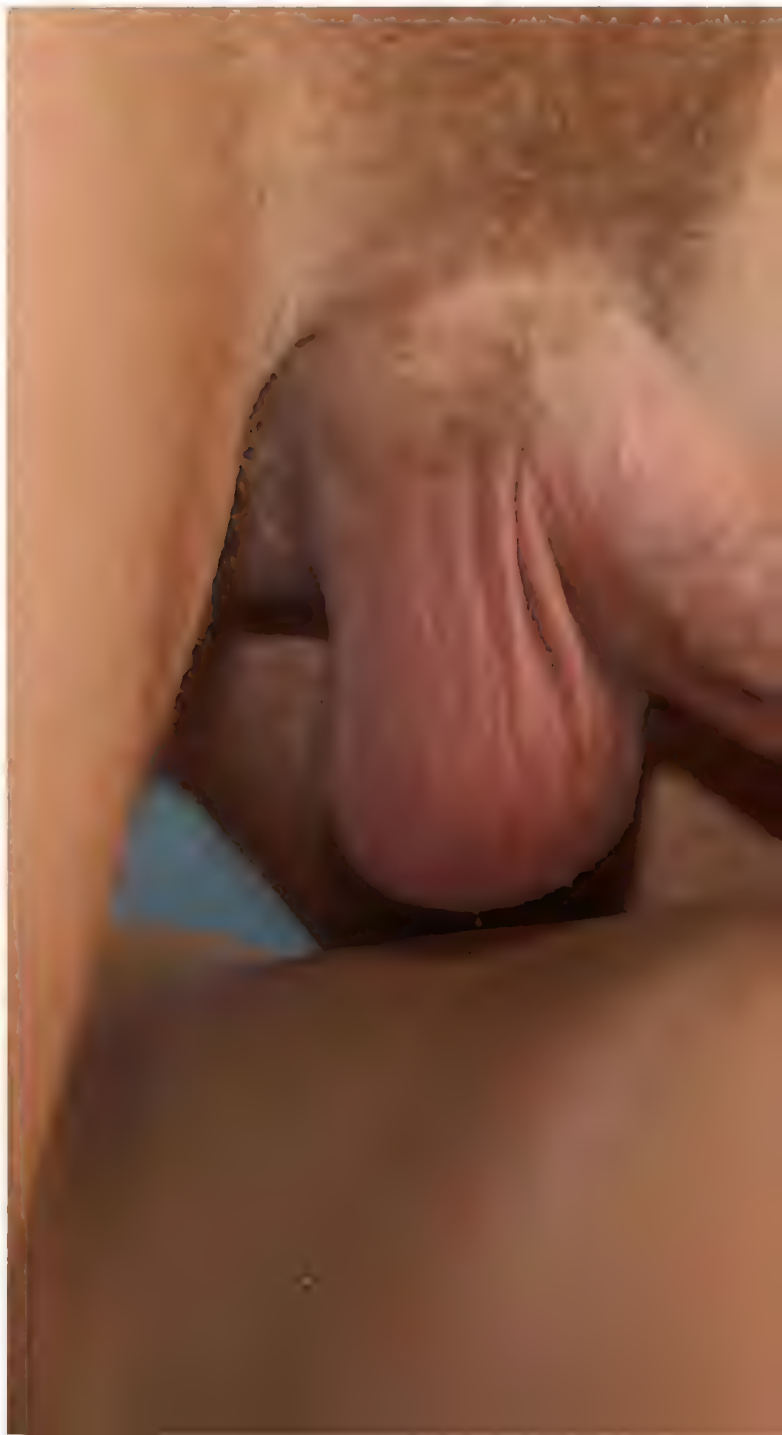








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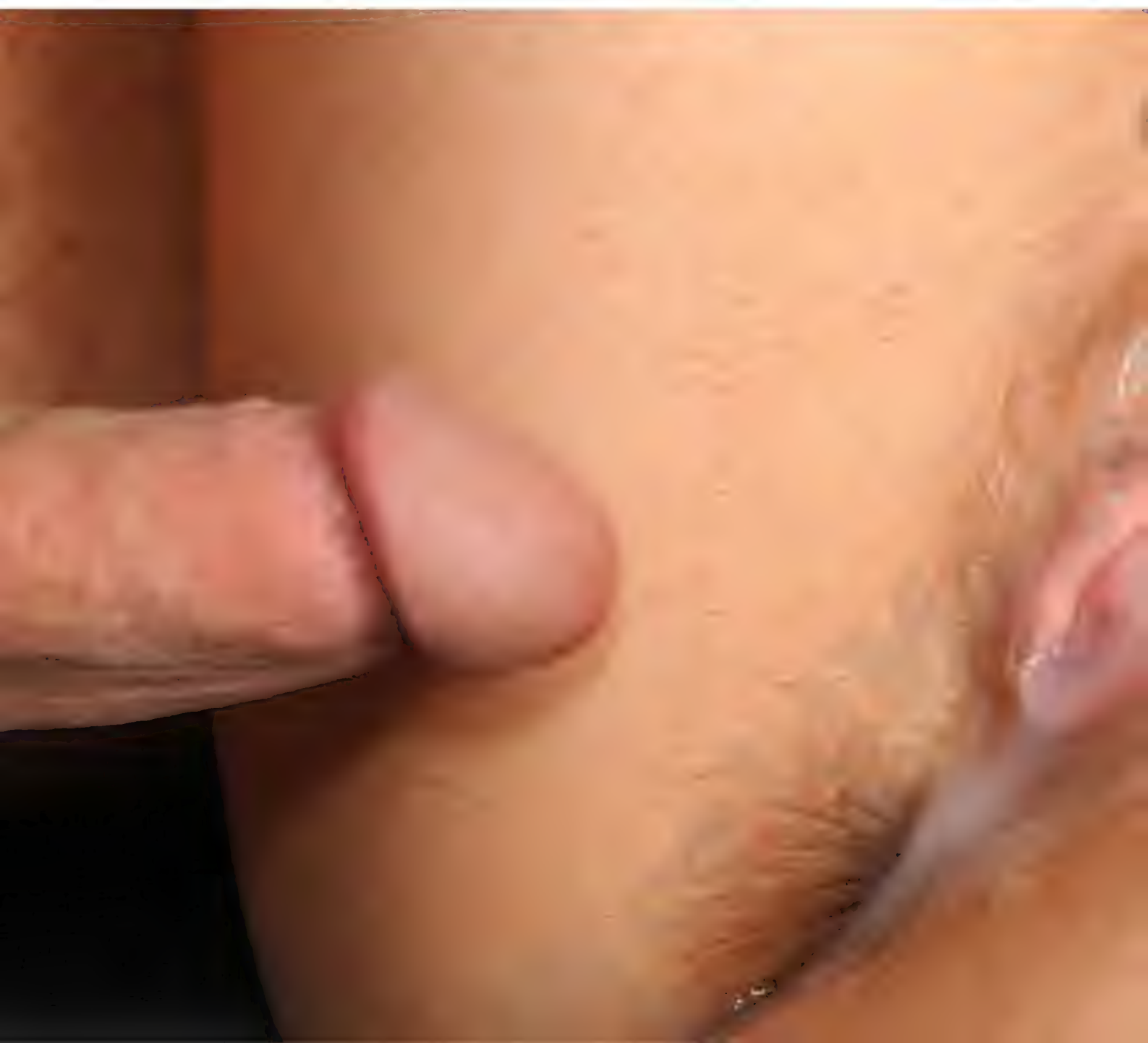


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gotta love thy neighbor

*Therapy can be good if you have marital problems.
But new and adventurous sex beats therapy any day. Try it sometime.*

For the past several months, my wife and I have been in couples' therapy. Oh, it's nothing serious, just some typical problems that 40-pluses who have been married for twenty years and saw two kids leave the nest, would have. We've had problems re-discovering our togetherness. It had been a constant focus on rearing children, maintaining the job, keeping friendships going. But apparently our friendship had slowly suffered. Now, we decided that we'd turn the focus to each other, and one of the things that needed the most help was our sex life. We tried to have sex a couple times a month but that

My husband shook his head side to side and said, "I don't know if anal is such a good idea, but I'd love for you to initiate sex." I asked why not a good idea? He expressed a concern that he might hurt me, but I said that if we do it right and take it slow, that it shouldn't be a problem.

We finished dinner and I decided to start taking the initiative, right now. "Go take a shower while I clean up here." I told him. As he got up, I slapped his butt and he could sense a different evening was unfolding. Fifteen



was difficult to do and even more difficult to be inventive with it. Now that we're alone, we talked about being more experimental and try some new things.

When the therapist asked us, "How much of our relationship had been spent in bed?" I thought it was a silly question, but when I reflected on it, I realized how little time it was. We were encouraged to talk about our inhibitions and our willingness to overcome them. I said I needed to think about it for a while, but would be open to consider anything. At home I told my husband over dinner that I thought it would be nice to try some sexual things we've never done before. "What kind of things?" he asked, prodding me to detail them. I don't know why I felt embarrassed saying it: "I've always wanted to be the sexual instigator, and I've always wondered what it would be like to do anal."

minutes later, I was finished with the kitchen and in the shower myself. Drying myself, I felt my inner femme fatale come surging forth. I stood in the bathroom doorway and let him look at my body. I am tan and tight and I'm rubbing my full breasts and shaved pussy as I look directly into his eyes and walk over to him. I take him by the shoulders and push him down on the bed and kiss his waiting lips. Suddenly, I realized I was the one provoking this action, but it seemed somehow outside me. It seemed almost as though I had no say in the matter as the seductive woman, who was me, stripped off his clothing and began sucking his cock. In no time, he was as hard as rock and I tried to work it in ways I had not done before. As I licked and sucked, all I could think of was I couldn't wait to get his cock in my ass whether he liked it or not. Lowering my head down, my lips touched the head of his very erect prick very lightly.



BULLET



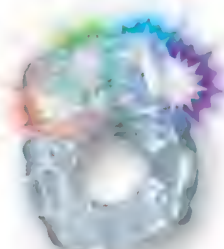
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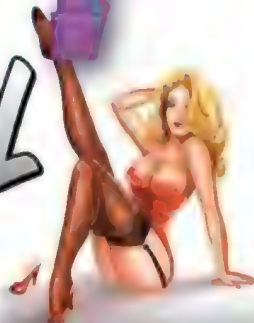


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Snaking my tongue out, I twisted it around his pisshole. Pulling my mouth off for just a split second, I plunged it down his cock in one swift move as I attempted to deep throat him. I got about half of it down before it hit the back of my throat. I lifted my mouth off again and began licking it up and down, starting from the head and going all the way down to his balls, sucking on each one in that gentle manner I had been using. By this time, I was really enjoying myself, but things had to pick up. He placed his hand atop my head and forced me back down on his cock. Grabbing a handful of hair, he pulled my mouth up and down his cock. I then began bobbing up and down rapidly on my own. I continued like this for what must have been fifteen minutes, rotating between licking his cock slowly and bobbing up and down on it fast.

We were both getting worked up that climax was imminent, and I was not ready for that, yet. I needed to be fucked, and soon. I did not want to hold back anymore. Prepping for this night, I reached over him, brushing

I was doing, but I released his cock nonetheless and worked it with my hand.

“What’s that?” he asked as I drew a condom down his hard cock. “Don’t worry about it, just enjoy. I just don’t want you filling my ass with cum and have it drip out all over everything.” I pumped a lot of lube on his fingers and placed them right between my cheeks. When I set the vibe flush against my clit, my whole body seized at the sensation. He tickled my asshole, dripping lube all over as I writhed against the vibe. Easing a finger up into my hole, my sphincter locked on it and held it in place. As I rode his finger, I reached backwards to pump his cock. While I was at it, I gave his balls a taste of the vibe and watched him melt in lust. I wanted his cock to be good and hard because I could tell my ass was ready to take it in. I anticipated the pain and wondered about the pleasure to come.

Getting a good grip on his shaft, I eased myself down until the head of his cock pressed right up against my



my nipples across his lips, to the night stand drawer. Then reaching into my night table, I pulling out all the tools of anal sex: lube, a condom, and a vibrator for me and my lovely little clit. I hopped on top of him and straight away sunk my wet pussy down on his cock. He groaned, rolling his head back and forth on the bed. That cock was a good size after I'd sucked it, and I was tempted to ride it into the sunset. But no. I had to stick to the plan. Turning on my vibe, I pressed it against my clit and my whole body went into spasm. I could see by his blissful expression how hard my tremulous pussy muscles were working on his cock. Bouncing on his belly with wild abandon, I rubbed my bud with the vibe. I could hardly imagine any greater joy than what

asshole. When I looked down into his eyes, every muscle in my body tightened. I didn't want to prove him right. I didn't want it to hurt, but I knew that meant loosening up. As much as he seemed to enjoy my vibe, I needed it back. When I tapped its buzzing tip against my clit, my ass opened like a flower and I thrust my clit against my vibrating vixen before I even realized that I had his whole cockhead inside me.

Propping himself up on one elbow, he leaned forward to grab my tits. I growled at the pleasure of it, letting his cock pop out of my ass, then lowering myself back down on it. Again, I felt my hole open up to let him in. His tip mushoomed inside me. It felt huge until

I'd swallowed it completely, and then I felt like the best thing to do was pop it out and swallow it up all over again. When he rolled my nipple between his thumb and index finger, I stroked my clit even harder with the vibe and started to ride his cock, very slowly at first. As I rocked my ass, letting his cock go deeper inside me.

Popping him out one last time, I took in only the tip. When his cock was in my ass for good, I pressed the vibe down onto my pussy, right next to my clit. I manipulated all my sex muscles and let my sphincter massage his cock until he exploded deep in my ass. I felt the warm spunk through the condom. I just held it there. My muscles were doing all the work for me. The pressure inside me built as my ass and pussy muscles all spasmed at the same time. The vibrations trembled far past my pussy and asshole. They shook me right down my thighs and down to my toes, then up my belly and into my tense neck. My focused pleasure simmered as I held the vibe on clit, hands on breasts, and cock in ass until it boiled over all at once.

to put his arms around me. I pushed him away gently until I couldn't feel even the heat of his body behind me anymore. As I stroked on my toy, I had to close my eyes. The sensation was so mind-blowing, I was sure my eyeballs would pop out of their sockets if I kept them open. Flipping onto my back, I lifted my hips to the sky and scoured my clit with the vibe as fast as my hand would let me. My whole body bobbed up and down on top of the mattress. I couldn't keep quiet. I just kept, writhing, rubbing with both hands on the sex toy, shouting and moaning. I couldn't bear it any longer. I couldn't take any more. The vibe fell from my hands, landing beside me on the bed. I lay there listening to the toy's bee-like hum until my muscles stopped trying to jump out of my skin. When I reached around to turn it off, it occurred to me that something was missing. My husband. I opened my eyes, but he wasn't in bed. He'd gone from the room. I knew it would be a good five minutes before my legs returned to good working order. I hoped he went to the kitchen to fix us a drink.



Then I had to get away from everything, literally. I got off him and curled up with my thighs still wrapped around my favorite vibe.

Then I realized it was all about the vibrations. Everything else seemed secondary, even my husband, and his cock. I could get off without him. All I needed was a sex store gadget and batteries. That's when it hit me that I could have a perfectly satisfying sex life by letting myself go, yet still being in control.

I held my vibe against my clit, rocking my hips to get off on it again and again. My husband must have thought I was having a seizure or something, because he tried

I didn't try moving. I just thought back to the last few hours and how that can happen every time we have sex. I thought of my husband in a new light. It was incredible. You, my darling man, are the biggest, the best, the sexiest, most potent lover ever to grace my bedroom! I hope we will be together throughout eternity. Or at least we can grow old together.

As I awaited my man, I tunneled beneath the covers and stretched my body out in the bountiful land of my bed. I guess I hadn't realized just how ready I was for my new sexual adventures. Now I feel I can breathe new air. It was fun to dress up in that new persona. I hope to take my husband and our sex life to new heights.

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It was only last year that our relationship began and now we're really good friends. We try to get together a couple times a month as our other boyfriends and girlfriends allow. We love sexing each other, and posing for you, too.

**DAPHNE
& HOLLY**



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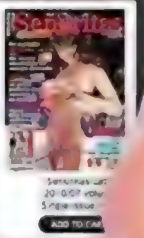
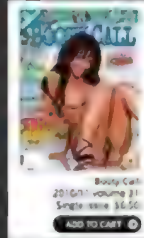
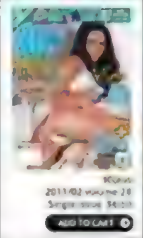
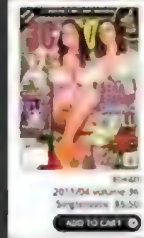
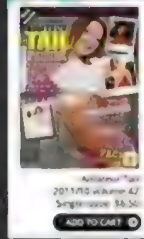
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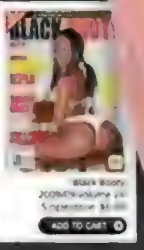
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CAROLINE & JENNIFER

I want to become an amateur archaeologist one day. I want to go out and dig in ancient ruins. But in the meantime, I'm sucking dick and fucking guys because I still want to do that, too. There's little I won't do anymore.





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*Caroline
Pierce*

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